

FORM 5. INVOLUNTARY PETITION

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OFFICIAL FORM 5 - Involuntary Petition - Page 2

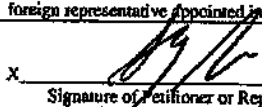
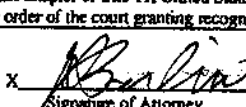
Name of Debtor 3 Point Media - Franklin, L.L.C.
Case No. _____

TRANSFER OF CLAIM	
<input type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).	
REQUEST FOR RELIEF	
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.	
<p> <input checked="" type="checkbox"/> Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief. </p> <p> <u>Chief Operating Officer</u> <u>2/16/07</u> Signature of Petitioner or Representative (State title) Date Signed </p> <p> D.B. Zwirn Special Opportunities Fund, L.P. By: D.B. Zwirn Partners, LLC, its General Partner, by Zwirn Holdings, LLC, its Managing Member Name of Petitioner </p> <p> Mailing Address of Individual Signing in Representative Capacity: c/o D.B. Zwirn Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Floor New York, New York 10019 </p> <hr/> <p> <u>Chief Operating Officer</u> <u>2/16/07</u> Signature of Petitioner or Representative (State title) Date Signed </p> <p> D.B. Zwirn Special Opportunities Fund, Ltd. By: D.B. Zwirn & Co., L.P., its Manager, by Zwirn Holdings, LLC, its Managing Member Name of Petitioner </p> <p> Mailing Address of Individual Signing in Representative Capacity: c/o D.B. Zwirn Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019 </p>	<p> <input checked="" type="checkbox"/> <u>Barliant</u> <u>2/22/07</u> Signature of Attorney Date </p> <p> <u>Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd.</u> <u>2/22/07</u> Name of Attorney Firm (If any) Date Signed </p> <p> Address <u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Att. Ronald Barliant, Esq.</u> Telephone No. <u>(312) 301-4000</u> </p> <p> <u>Schulte Roth & Zabel LLP (co-counsel)</u> Name of Attorney Firm (If any) </p> <p> Address <u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Att. Adam C. Harris, Esq. and David M. Hillman, Esq.</u> Telephone No. <u>(212) 756-2000</u> </p> <hr/> <p> <input checked="" type="checkbox"/> _____ Signature of Attorney Date </p> <p> <u>Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd.</u> Name of Attorney Firm (If any) Date Signed </p> <p> Address <u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Att. Ronald Barliant, Esq.</u> Telephone No. <u>(312) 301-4000</u> </p> <p> <u>Schulte Roth & Zabel LLP (co-counsel)</u> Name of Attorney Firm (If any) </p> <p> Address <u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Att. Adam C. Harris, Esq. and David M. Hillman, Esq.</u> Telephone No. <u>(212) 756-2000</u> </p>
PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE	
<p>Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.</p>	<p>Total Amount of Petitioners' Claims See Attached Additional Positioning Creditors Sheet</p>
2 continuation sheets attached	

OFFICIAL FORM 5 - Involuntary Petition - Page 3

Name of Debtor 3 Point Media - Franklin, L.L.C.
Case No. _____

PETITIONING CREDITORS CONTINUED		
<p>Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.</p> <p>X <u>[Signature]</u> <u>2/22/07</u> Signature of Petitioner or Representative (State title) Date Signed</p> <p>Fortress Credit Opportunities I LP, By Fortress Credit Opportunities I GP L.L.C. its General Partner Name of Petitioner</p> <p>Mailing Address of Individual Signing in Representative Capacity: c/o Fortress Credit Opportunities I LP 1345 Avenue of the Americas New York, New York 10105</p>		
<p>X <u>[Signature]</u> <u>2/22/07</u> Signature of Attorney Date</p> <p><u>Goldberg Kohn Bell Black Rosenbloom & Moritz Ltd</u> Name of Attorney Firm (If any) <u>2/22/07</u> Date Signed</p> <p>Address <u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Attn: Ronald Barliant, Esq.</u></p> <p>Telephone No. <u>(312) 201-4000</u></p> <p><u>Schulte Roth & Zabel LLP (co-counsel)</u> Name of Attorney Firm (If any)</p> <p>Address <u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Attn: Adam C. Harris, Esq. and David M. Hillman, Esq.</u></p> <p>Telephone No. <u>(212) 756-2000</u></p>		
PETITIONING CREDITORS		
<p>Name and Address of Petitioner D.B. Zwirn Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Floor New York, New York 10019</p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$8,592,764.08, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<p>Name and Address of Petitioner D.B. Zwirn Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019</p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$13,435,306.99, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<p>Name and Address of Petitioner Fortress Credit Opportunities I LP 1345 Avenue of the Americas New York, New York 10105</p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$11,006,214.19, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE		
<p>Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.</p>		<p>Total Amount of Petitioners' Claims See Attached Additional Petitioning Creditors Sheet</p>

OFFICIAL FORM 5 - Involuntary Petition - Page 4		Name of Debtor <u>3 Point Media - Franklin, L.L.C.</u> Case No. _____
ADDITIONAL PETITIONING CREDITORS		
<p style="text-align: center;">REQUEST FOR RELIEF</p> <p>Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.</p>		
<p>X <u></u> <u>2/2-107</u> Signature of Petitioner or Representative (State title) Date Signed</p> <p>Fortress Credit Opportunities II LP, By Fortress Credit Opportunities II GP LLC, its General Partner Name of Petitioner</p> <p>Mailing Address of Individual Signing in Representative Capacity:</p> <p style="padding-left: 40px;">c/o Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105</p>	<p>X <u></u> <u>2/22/07</u> Signature of Attorney Date</p> <p><u>Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd.</u> <u>2/22/07</u> Name of Attorney Firm (If any) Date Signed</p> <p>Address</p> <p style="padding-left: 40px;"><u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Attn: Ronald Barliant, Esq.</u></p> <p>Telephone No. <u>(312) 201-4000</u></p> <p><u>Schulte Roth & Zabel LLP (co-counsel)</u> Name of Attorney Firm (If any)</p> <p>Address</p> <p style="padding-left: 40px;"><u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Attn: Adam C. Harris, Esq. and David M. Hillman, Esq.</u></p> <p>Telephone No. <u>(212) 756-2000</u></p>	
PETITIONING CREDITORS		
<p>Name and Address of Petitioner Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105</p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$5,115,213.18 plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<p>Total Amount of Petitioners' Claims</p>		<p>Not less than the principal amount of \$38,149,498.44, plus interest, fees, and expenses, of which not less than \$12,300 is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>